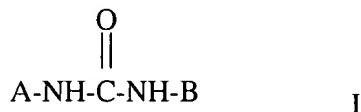


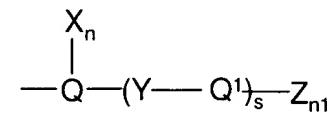
This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

**1. (Currently Amended)** A method for the treatment of rheumatoid arthritis, comprising administering a compound of formula I



wherein B is



wherein Y is selected from the group consisting of -O-, -S-, -CH<sub>2</sub>-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -CH(OH)-, -C(O)-, -CX<sup>a</sup><sub>2</sub>, -CX<sup>a</sup>H-, -CH<sub>2</sub>O- and -OCH<sub>2</sub>-, where X<sup>a</sup> is halogen,

Q is a six member aromatic structure containing 0-2 nitrogen, substituted or unsubstituted by halogen, up to per-halosubstitution;

Q<sup>1</sup> is a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution, and

wherein B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X<sub>n</sub>,

wherein n is 0-23 and each X is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5</sup>, -C(O)R<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5</sup>, -NR<sup>5</sup>C(O)OR<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>4</sub>-C<sub>23</sub> alkoheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>2</sub>-C<sub>10</sub> alkenyl, substituted C<sub>1</sub>-C<sub>10</sub> alkoxy, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted

C<sub>4</sub>-C<sub>23</sub> alkheteroaryl and -Y-Ar;

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup> and halogen up to per-halosubstitution;

wherein R<sup>5</sup> and R<sup>5'</sup> are independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub> heteroaryl,

wherein Y is ~~O~~, ~~S~~, ~~N(R<sup>5</sup>)~~, ~~(CH<sub>2</sub>)<sub>m</sub>~~, ~~C(O)~~, ~~CH(OH)~~, ~~(CH<sub>2</sub>)<sub>m</sub>O~~, ~~(CH<sub>2</sub>)<sub>m</sub>S~~, ~~(CH<sub>2</sub>)<sub>m</sub>N(R<sup>5</sup>)~~, ~~O(CH<sub>2</sub>)<sub>m</sub>~~, ~~CHX<sup>a</sup>~~, ~~NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5'</sup>~~, ~~NR<sup>5</sup>C(O)~~, ~~C(O)NR<sup>5</sup>~~, ~~CX<sup>a</sup><sub>2</sub>~~, ~~S(CH<sub>2</sub>)<sub>m</sub>~~ and ~~N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>~~,

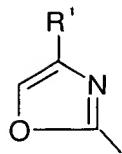
$m = 1-3$ , and X<sup>a</sup> is halogen; and

Ar is a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>,

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)-NR<sup>5</sup>, -NO<sub>2</sub>, =O, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -SO<sub>2</sub>R<sup>5</sup>, -SO<sub>2</sub>NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl and substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5'</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, =O, -OR<sup>5</sup>, -SR<sup>5</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>7</sub>-C<sub>24</sub> heteroaryl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>4</sub>-C<sub>24</sub> alkheteroaryl and C<sub>7</sub>-C<sub>24</sub> alkaryl

A is a heteroaryl moiety selected from the group consisting of



wherein

R¹ is selected from the group consisting of halogen, C<sub>3</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>1</sub>-C<sub>13</sub> heteroaryl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>1</sub>-C<sub>13</sub> heteroaryl, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl, and up to per-halosubstituted C<sub>7</sub>-C<sub>24</sub> alkaryl.

### 2.-3. (Cancelled)

#### 4. (Currently Amended) A method as in claim 13, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q¹ is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo substitution, or -Y-Q¹ is phthalimidinyl substituted or unsubstituted by halogen up to per-halo substitution, and

Z and X are independently selected from the group consisting of -R<sup>6</sup>, -OR<sup>6</sup> and -NHR<sup>7</sup>, wherein R<sup>6</sup> is hydrogen, C<sub>1</sub>-C<sub>10</sub>-alkyl or C<sub>3</sub>-C<sub>10</sub>-cycloalkyl and R<sup>7</sup> is selected from the group consisting of hydrogen, C<sub>3</sub>-C<sub>10</sub>-alkyl, C<sub>3</sub>-C<sub>6</sub>-cycloalkyl and C<sub>6</sub>-C<sub>10</sub>-aryl, wherein R<sup>6</sup> and R<sup>7</sup> can be substituted by halogen or up to per-halosubstitution.

### 5-7. (Cancelled)

#### 8. (Previously Presented) A method as in claim 1, wherein R¹ is t-butyl.

### 9-27. (Cancelled)

#### 28. (Previously Presented) A method as in claim 1, wherein the compound for formula

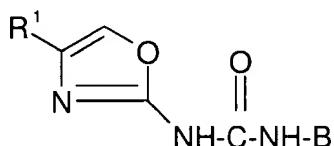
I displays p38 IC<sub>50</sub>'s of less than 10 μm as determined by an in-vitro p38 kinase inhibition assay.

**29. (Cancelled)**

**30. (Previously Presented)** A method according to claim 1, comprising administering an amount of a compound of formula I effective to inhibit p38.

**31-37. (Cancelled)**

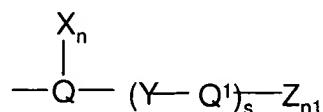
**38. (Currently Amended)** A method as in claim 1 comprising administering a compound of the formula



wherein R<sup>1</sup> is t-butyl and B areis as defined in claim 1.

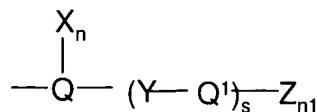
**39-43. (Cancelled)**

**44. (Previously Presented)** A method as in claim 1, wherein B is of the formula



wherein Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q¹ is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is -O-, -S-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>- or -CH<sub>2</sub>-, X is C<sub>1</sub>-C<sub>4</sub> alkyl or up to per-halosubstituted C<sub>1</sub>-C<sub>4</sub> alkyl and Z is as defined in claim 1, n = 0 or 1, s = 1 and n1 = 0-1.

**45. (Previously Presented)** A method as in claim 38, wherein B is of the formula



Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution,  $Q^1$  is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is  $-O-$ ,  $-S-$ ,  $-C(O)-$  or  $-CH_2-$ , X is  $C_1-C_4$  alkyl or up to per-halosubstituted  $C_1-C_4$  alkyl and Z is as defined in claim 1 n = 0 or 1, s = 0 or 1 and  $n1 = 0$  or 1.

**46-49. (Cancelled)**

**50. (Previously Presented)** A method as in claim 1, wherein B is

a) phenyl, pyridinyl, naphthyl, quinolinyl or isoquinolinyl, substituted by  $-Y-Ar$  and optionally substituted by  
-halogen up to per-halosubstitution,  
 $-C_1-C_4$  alkyl,  
-up to per-halosubstituted  $C_1-C_4$  alkyl, or  
- a combination thereof,

wherein Y and Ar are as defined in claim 1;

b) thienyl substituted by methyl; or  
c) indolyl substituted by phenyl or pyridyl.

**51. (Previously Presented)** A method as in claim 1, wherein B is phenyl or pyridinyl substituted by  $-Y-Ar$  and optionally substituted by

-halogen ,up to per-halosubstitution,  
 $-C_1-C_4$  alkyl,  
-up to per-halosubstituted  $C_1-C_4$  alkyl, or  
- a combination thereof,

wherein Y and Ar are as defined in claim 1.

**52-54. (Cancelled)**

**55. (Previously Presented)** A method according to claim 1, wherein R<sup>1</sup> is selected from the group consisting of halogen, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>1</sub>-C<sub>13</sub> heteroaryl, C<sub>6-14</sub> aryl, C<sub>7-24</sub> alkaryl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>1</sub>-C<sub>13</sub> heteroaryl, up to per-halosubstituted C<sub>6-14</sub> aryl, and up to per-halosubstituted C<sub>7-24</sub> alkaryl.

**56-57. (Cancelled)**

**58. (Currently Amended)** A method for the treatment of rheumatoid arthritis comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of formula I in claim 1.